

Marc E. Kasowitz
David M. Friedman
Jed I. Bergman
Christine A. Montenegro
KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

Attorneys for Plaintiffs-Appellants

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
LIGHTSQUARED INC., <i>et al.</i> , ¹	: Case No. 12-12080 (SCC)
	: Jointly Administered
Debtors.	: Adv. Proc. No. 13-1390 (SCC)
-----X	

HARBINGER CAPITAL PARTNERS LLC, HGW US	:
HOLDING COMPANY LP, BLUE LINE DZM CORP.,	:
AND HARBINGER CAPITAL PARTNERS SP, INC.,	: <u>NOTICE OF APPEAL</u>

Plaintiffs-Appellants,

- against-

CHARLES W. ERGEN, ECHOSTAR CORPORATION,	:
DISH NETWORK CORPORATION, L-BAND	:
ACQUISITION LLC, SP SPECIAL	:
OPPORTUNITIES LLC, SPECIAL OPPORTUNITIES	:

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), LightSquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040) ("LightSquared").

HOLDINGS LLC, SOUND POINT CAPITAL	:
MANAGEMENT LP, AND STEPHEN KETCHUM,	:
	:
Defendants-Appellees.	:
-----X	
THE AD HOC SECURED GROUP OF	:
LIGHTSQUARED LP LENDERS, ² LIGHTSQUARED	:
INC., <i>et al.</i> , MAST CAPITAL MANAGEMENT, LLC,	:
AND U.S. BANK NATIONAL ASSOCIATION,	:
	:
Intervenors.	:
-----X	

NOTICE IS HEREBY GIVEN, that Plaintiffs-Appellants Harbinger Capital Partners LLC, HGW US Holding Company LP, Blue Line DZM Corp., and Harbinger Capital Partners SP, Inc., (collectively, “Harbinger”), by and through their undersigned counsel, hereby appeal pursuant to 28 U.S.C. § 158(a) and Federal Rules of Bankruptcy Procedure 8001 and, to the extent leave is required, 8003, to the United States District Court for the Southern District of New York from the United States Bankruptcy Court for the Southern District of New York’s *Order Granting Motions to Dismiss the Amended Complaint*, dated November 14, 2013 [Dkt. No. 65] and the *Memorandum Decision Granting Motions to Dismiss Complaint*, dated November 21, 2013 [Dkt. No. 68], in the above-captioned adversary proceeding.

² As of the date hereof, the Ad Hoc LP Secured Group is comprised of Capital Research and Management Company, Cyrus Capital Partners, L.P., Fir Tree Capital Opportunity Master Fund, L.P., Intermarket Corporation, SP Special Opportunities LLC, and UBS AG, Stamford Branch. Collectively, each member of the Ad Hoc LP Secured Group or its affiliate is the advisor to or beneficial owner of, or the holder or manager of, various accounts with investment authority, contractual authority or voting authority for \$1,379,606,450.74 in aggregate principal amount of loans (the “Loan Debt”) made pursuant to that certain credit agreement, dated as of October 1, 2010 by and among LightSquared LP as borrower, its affiliate guarantors and the lenders party thereto from time to time, which represents approximately 82% of the outstanding Loan Debt (*See* Seventh Supplemental Verified Statement of White & Case LLP Pursuant to Bankruptcy Rule 2019 [Dkt. No. 770]).

The names of the Plaintiffs-Appellants, Defendant-Appellees, and Intervenor, and the names, addresses, and telephone numbers of their respective attorneys, are as follows:

Plaintiffs-Appellants:

Marc E. Kasowitz
David M. Friedman
Jed I. Bergman
Christine A. Montenegro
KASOWITZ BENSON TORRES & FRIEDMAN LLP
1633 Broadway
New York, New York 10019
Attorneys for Harbinger Capital Partners LLC, HGW US Holding Company LP, Blue Line DZM Corp., and Harbinger Capital Partners SP, Inc.

Defendants-Appellees:

Rachel C. Strickland
James C. Dugan
Mary K. Warren
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 728-8000
Attorneys for Charles Ergen, SP Special Opportunities, and SP Special Opportunities Holdings LLC

Alexander Slater
Peter Friedman
O'MELVENY & MYERS LLP
Times Square Tower
7 Times Square
New York, NY 10036
Telephone: (212) 728-5988
Attorneys for Sound Point Capital Management and Stephen Ketchum

Robert J. Giuffra, Jr.
Brian T. Frawley
Brian D. Glueckstein
SULLIVAN & CROMWELL LLP

125 Broad Street
New York, NY 10004
Telephone: (212) 558-4000
*Attorneys for EchoStar Corporation, Dish Network Corporation
and L-Band Acquisition Corp.*

Intervenors:

Michael S. Stamer
Abid Qureshi
Philip C. Dublin
Kenneth A. Davis
Jonah E. McCarthy
AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
*Attorneys for U.S. Bank National Association and Mast Capital
Management, LLC on behalf of its managed and affiliated funds*

Matthew S. Barr
Alan J. Stone
Karen Gartenberg
MILBANK, TWEED, HADLEY & M^CCLOY LLP
One Chase Manhattan Plaza
New York, NY 10005-1413
Telephone: (212) 530-5000
Attorneys for Debtors and Debtors in Possession

Glenn M. Kurtz
WHITE & CASE LLP
1155 Avenue of the Americas
New York, NY 10036-2787
Telephone: (212) 819-8200
*Attorneys for the Ad Hoc Secured Group of LightSquared LP
Lenders*

* * *

Dated: New York, New York
December 2, 2013

Respectfully submitted,

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

By: /s/ David M. Friedman

Marc E. Kasowitz

David M. Friedman

Jed I. Bergman

Christine A. Montenegro

Matthew B. Stein

1633 Broadway

New York, New York 10019

Tel. (212) 506-1700

Fax (212) 506-1800

*Attorneys for Plaintiffs-Appellants Harbinger
Capital Partners LLC, HGW US Holding
Company LP, Blue Line DZM Corp., and
Harbinger Capital Partners SP, Inc.*